

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE :
W. R. GRACE & CO. : Chapter 11
Debtor. : Case No. 01-01139 (JKF)
Debtor. : Related Docket Item: 27001

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND
TAX CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR 2010
DAREX PUERTO RICO AUDIT FOR THE PERIOD OF MARCH - APRIL 2011**

On May 25, 2011, PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants to the Debtors filed its *Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses for 2010 Darex Puerto Rico Audit for the Period of March - April 2011*, (Docket No. 27001) (the “Application”). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on June 14, 2011. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 (“the Order”), the Debtor is authorized to pay PwC \$27,767.08 which represents eighty percent (80%) of the fees, and \$2,685.42 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: June 21, 2011

SMITH, KATZENSTEIN & JENKINS LLP

/s/Kathleen M. Miller

Kathleen Miller (I.D. No. 2898)

The Corporate Plaza

800 Delaware Avenue, 10th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Facsimile: 302-652-8405

Email: Kmiller@skjlaw.com

Attorneys for PricewaterhouseCoopers LLP

CERTIFICATE OF SERVICE

I hereby certify that on the 21st day of **June, 2011**, a copy of the ***No Order Required Certification of No Objection to Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses for 2010 Darex Puerto Rico Audit for the Period of March - April 2011*** was served on the following parties in the manner herein indicated:

W.R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044
Attn: David B. Siegel, Senior Vice President
and General Counsel
VIA U.S. MAIL/E-MAIL IN PDF
FORMAT TO
william.sparks@grace.com

Laura Davis Jones, Esq.
Pachulski, Stang, Ziehl, Young &
Jones, P.C.
919 North Market Street, Suite 1600
P.O. Box 8705
Wilmington, DE 19899-8705
VIA E-MAIL IN PDF FORMAT
TO ljones@pszjlaw.com

Neil Glassman, Esq.
Kathryn Sallie, Esq.
Bayard
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
VIA E-MAIL IN PDF FORMAT
TO nglassman@bayardlaw.com

Michael R. Lastowski, Esq.
Duane, Morris & Heckscher, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801-1246
VIA E-MAIL IN PDF FORMAT
TO mlastowski@duanemorris.com

Michael B. Joseph, Esq.
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899
VIA E-MAIL IN PDF FORMAT
TO ttacconelli@ferryjoseph.com

Mark Hurford, Esq.
Campbell & Levine, LLC
800 N. King Street
Suite 300
Wilmington, DE 19801
VIA E-MAIL IN PDF FORMAT
TO mhurford@camlev.com

Teresa K.D. Currier, Esq.
Saul Ewing LLP
222 Delaware Avenue
Wilmington DE 19801
VIA E-MAIL IN PDF FORMAT
TO tcurrier@saul.com

Frank J. Perch, Esq.
Office of the United States Trustee
844 King Street, Suite 2311
Wilmington, DE 19801
VIA U.S. MAIL

James Kapp, Esquire
Deanna Boll, Esq.
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
VIA E-MAIL IN PDF FORMAT
TO dboll@kirkland.com

Douglas Bacon Esq.
Carol Hennessey, Esq.
Latham & Watkins
Sears Tower
Suite 5800
Chicago, IL 60606
VIA E-MAIL IN PDF FORMAT
TO douglas.bacon@lw.com and
carol.hennessey@lw.com

Lewis Kruger, Esq.
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982
VIA E-MAIL IN PDF FORMAT
TO akrieger@stroock.com

Scott L. Baena, Esq.
Bilzin, Sumberg, Dunn, Baena,
Price & Axelrod, LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131
VIA E-MAIL IN PDF FORMAT
TO jsakalo@bilzin.com

Elihu Inselbuch, Esq.
Caplin & Drysdale
399 Park Avenue, 36th Floor
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pvnl@capdale.com

Philip Bentley, Esq.
Kramer, Levin, Naftalis &
Frankel, LLP
919 Third Avenue
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pbentley@kramerlevin.com

Warren H. Smith
Warren H. Smith & Associates
Republic Center
325 North Saint Paul Street
Dallas, TX 75201
VIA U.S. MAIL/E-
MAIL IN AN ELECTRONIC FORMAT
TO feeaudit@whsmithlaw.com

Janet S. Baer, Esq.
Baer Higgins Fruchtmann LLC
111 East Wacker Drive
Suite 2800
Chicago, IL 60601
312-836-4022
VIA E-MAIL IN PDF FORMAT TO
Email: jbaer@bhflaw.net



/s/Kathleen M. Miller
Kathleen M. Miller